



US EPA RECORDS CENTER REGION 5



474013

April 12, 2010

Georgia-Pacific LLC  
Law Department

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**J. Michael Davis**  
Assistant General Counsel - Environmental

**VIA FEDERAL EXPRESS**

Leslie A. Kirby-Miles  
U.S. EPA Region 5  
Office of Regional Counsel  
77 W. Jackson Blvd.  
Mail Code C-14J  
Chicago, IL 60604

**Re: Kalamazoo River Superfund Site/Administrative Settlement Agreement  
and Order on Consent For Removal Action  
Docket No. V-W-07-C-863 (Plainwell)**

Dear Ms. Kirby-Miles:

Enclosed please find the documentation required to support our request for the final disbursement from Plainwell Impoundment Disbursement Special Account. Prior disbursements from this account have been routed to an account managed by Drinker Biddle & Reath, the law firm representing Millennium Holdings prior to Millennium's bankruptcy filing. As I requested in my voice mail to you of last Friday, I would appreciate your opinion as to whether this disbursement is for work completed last year, or reflects a final disbursement covering all of the work performed under the Plainwell TCRA. If this disbursement is solely for work done last year, please be advised that Millennium and /or Lyondell did not participate in any manner in the work that was done in 2009 under the Plainwell TCRA agreement, and accordingly this disbursement should be made to Georgia-Pacific. Should you have any questions please call me at 404-652-7497.

Sincerely,

J. Michael Davis  
Assistant General Counsel - Environmental

JMD/rd

Enclosure

cc: Garry Griffith



Georgia-Pacific LLC  
133 Peachtree Street NE  
Atlanta, Georgia 30303  
(404) 652-5090  
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**Tyler L. Woolson**  
**Senior Vice President and**  
**Chief Financial Officer**

April 6, 2010

Leslie A. Kirby-Miles  
U.S. EPA Region 5  
Office of Regional Counsel  
77 W. Jackson Blvd.  
Mail Code C-14J

**Re: Kalamazoo River Superfund Site/Administrative Settlement Agreement  
and Order on Consent For Removal Action  
Docket No. V-W-07-C-863 (Plainwell)**

Dear Ms. Kirby-Miles:

To the best of my knowledge, after an investigation and review of Respondents' documentation of costs incurred and paid for Work performed pursuant to this Settlement Agreement between the date of completion of milestone 2 and the date of completion of milestone 3, I certify that the information contained in or accompanying this submittal is true, accurate, and complete. I am aware that there are significant penalties for knowingly submitting false information, including the possibility of fine and imprisonment.

Sincerely,

A handwritten signature in black ink, appearing to read 'Tyler L. Woolson'.

Tyler Woolson  
Senior Vice President and  
Chief Financial Officer

TW/rd



**PRIVILEGED AND CONFIDENTIAL  
PREPARED AT THE REQUEST OF COUNSEL**

ARCADIS  
10559 Citation Drive  
Suite 100  
Brighton  
Michigan 48116  
Tel 810.229.8823  
Fax 810.229.8837

**MEMO**

**To:**

Tyler Woolson  
Senior Vice President and  
Chief Financial Officer,  
Georgia-Pacific LLC

**Copies:**

J. Michael Davis, Georgia-Pacific LLC  
Garry Griffith, Georgia-Pacific LLC  
Chase Fortenberry, Georgia-Pacific LLC  
Richard Difiore, ARCADIS  
Douglas Cowin, ARCADIS  
Stephen Garbaciak, ARCADIS  
Michael Erickson, ARCADIS

**From:**

Matthew Bowman, ARCADIS

**Date:**

November 12, 2009

**ARCADIS Project No.:**

B0064586.00002/B0064530.0000

**Subject:**

Construction Completion Milestone and Associated Costs  
Former Plainwell Impoundment Time-Critical Removal Action (TCRA)  
Plainwell, Michigan

The purpose of this memorandum is to provide written cost summary and confirmation that the construction completion milestone of the project work—as described in Paragraph 39.b. of the Administrative Settlement Agreement and Order of Consent for Removal Action, Docket No. V-W-07-C-863 (AOC)—has been completed for the former Plainwell Impoundment Time-Critical Removal Action (TCRA) in Plainwell, Michigan. This memorandum is intended to provide Georgia-Pacific LLC with documentation to support the Cost Summary and Certification necessary for submission for the disbursement of funds from the Plainwell Impoundment Area Disbursement Special Account.

Work at the former Plainwell Impoundment was divided into two construction seasons. The first season was conducted from April 2007 through December 2007. Costs associated with the first construction were included in the Year One Completion Memorandum, submitted on May 21, 2009. The second construction season started on January 1, 2008. The United States Environmental Protection Agency (USEPA), Georgia-Pacific, and ARCADIS agreed that major construction activities were completed on June 15, 2009; therefore, this memorandum includes documentation for construction activities conducted and costs incurred between January 1, 2008 and June 15, 2009. Some subcontractor invoices dated prior to January 2008 are included in the ARCADIS backup files attached to this memorandum because they were received and paid during the January 2008 to June 2009 period. Invoices referenced in this memorandum are in addition to those included in the Year One Completion Memorandum.

Construction activities performed between January 1, 2008 and June 15, 2009 included mobilizing equipment, personnel, and materials; clearing and grubbing; constructing access roads and staging areas;

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installing, operating, and removing the water control structure; removing the Phase 1 cofferdam; installing and removing the Phase 2 Cofferdam; installing turbidity controls; removing soil and sediment; processing soil and sediment; transporting and disposing of soils, sediments, and waste; sampling and analyzing soil and water; and completing site restoration activities.

As required in Paragraph 39 of the AOC, a breakdown of the project completion subcontractor and material construction costs incurred and processed for the project are summarized below. Direct costs and the 5% ARCADIS markup are included in the costs summarized below. Costs were tracked using two project numbers, as defined below.

**B0064586.0000** – Work activities included: mobilizing equipment, personnel, and materials; clearing and grubbing; constructing access roads and staging areas; installing, operating, and removing the water control structure; removing the Phase 1 cofferdam; installing and removing the Phase 2 Cofferdam; installing turbidity controls; removing soil and sediment; processing soil and sediment; transporting and disposing of soils, sediments, and waste; sampling and analyzing soil and water; and completing site restoration activities.

• Invoice 0216887, dated 02/21/08 .....	\$157,228.22
• Invoice 0220435, dated 03/20/08 .....	\$225,800.41
• Invoice 0224375, dated 04/30/08 .....	\$596,348.30
• Invoice 0227464, dated 05/16/08 .....	\$516,441.10
• Invoice 0232797, dated 06/30/08 .....	\$782,905.68
• Invoice 0236569, dated 07/29/08 .....	\$849,952.46
• Invoice 0239471, dated 08/14/08 .....	\$889,309.64
• Invoice 0242894, dated 09/11/08 .....	\$873,153.58
• Invoice 0247261, dated 10/28/08 .....	\$917,374.78
• Invoice 0251035, dated 11/13/08 .....	\$701,429.14
• Invoice 0253227, dated 12/03/08 .....	\$621,852.03
• Invoice 0259545, dated 01/20/09 .....	\$381,743.46
• Invoice 0263332, dated 02/19/09 .....	\$265,993.42
• Invoice 0263344, dated 02/19/09 .....	\$13,927.90
• Invoice 0263362, dated 02/19/09 .....	\$185,568.86
• Invoice 0265399, dated 03/05/09 .....	\$21,764.90
• Invoice 0265465, dated 03/05/09 .....	\$2,172.37
• Invoice 0266351, dated 03/10/09 .....	\$92,620.88
• Invoice 0266576, dated 03/11/09 .....	\$118,920.74
• Invoice 0270272, dated 04/14/09 .....	\$69,317.62
• Invoice 0274246, dated 05/13/09 .....	\$11,055.57
• Invoice 0278138, dated 06/09/09 .....	\$4,744.37
• Invoice 0278536, dated 06/12/09 .....	\$164,595.24

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- Invoice 0282110, dated 07/16/09 ..... \$ 40,112.59
  - Invoice 0282110 less work performed 06/15-06/28<sup>1</sup> ..... -\$8,804.70

B0064586 Subtotal ..... \$8,495,528.56

**B0064530.0000** – Work activities included: engineering, design, construction quality assurance, and reporting support for construction activities.

- Invoice 0216128, dated 02/14/08 ..... \$40,282.07
- Invoice 0220474, dated 03/24/08 ..... \$31,544.72
- Invoice 0224364, dated 04/23/08 ..... \$48,375.94
- Invoice 0227495, dated 05/16/08 ..... \$44,213.93
- Invoice 0232819, dated 06/30/08 ..... \$43,222.18
- Invoice 0236509, dated 07/29/08 ..... \$59,928.25
- Invoice 0239447, dated 08/14/08 ..... \$37,807.85
- Invoice 0242882, dated 09/11/08 ..... \$49,839.75
- Invoice 0247244, dated 10/17/08 ..... \$62,974.91
- Invoice 0251025, dated 11/13/08 ..... \$40,913.64
- Invoice 0253218, dated 12/03/08 ..... \$33,409.40
- Invoice 0259509, dated 01/20/09 ..... \$35,598.94
- Invoice 0263325, dated 02/19/09 ..... \$7,787.06
- Invoice 0263340, dated 02/19/09 ..... \$1,085.08
- Invoice 0263356, dated 02/19/09 ..... \$20,489.59
- Invoice 0266355, dated 03/10/09 ..... \$8,336.39
- Invoice 0266573, dated 03/11/09 ..... \$18,512.96
- Invoice 0270266, dated 04/14/09 ..... \$63,387.98
- Invoice 0274243, dated 05/13/09 ..... \$41,592.84
- Invoice 0278134, dated 06/09/09 ..... \$1,831.92
- Invoice 0278524, dated 06/12/09 ..... \$39,820.82
- Invoice 0282103, dated 07/16/09 ..... \$71,121.09
  - Invoice 0282103 less work performed 06/15-06/28<sup>1</sup> ..... -\$12,516.65

B0064530 Subtotal ..... \$789,560.66

**Total** ..... **\$9,285,089.23**

Copies of individual referenced invoices are included as electronic attachments. I have reviewed all invoices and can confirm that all the charges and costs contained in the invoices are directly related to the Plainwell TCRA and have been paid. For questions or comments concerning this memorandum, please contact me by phone at 989.277.4852.

<sup>1</sup> Since USEPA declared construction complete on June 15, 2009 the charges for work, expenses, and subcontractor costs incurred between June 15 and June 28, 2009 included in Invoice 0282110 (\$8,895.80) and Invoice 0282103 (\$12,516.66) were subtracted from the total. Work on those days is considered to be part of post-construction inspection and maintenance.